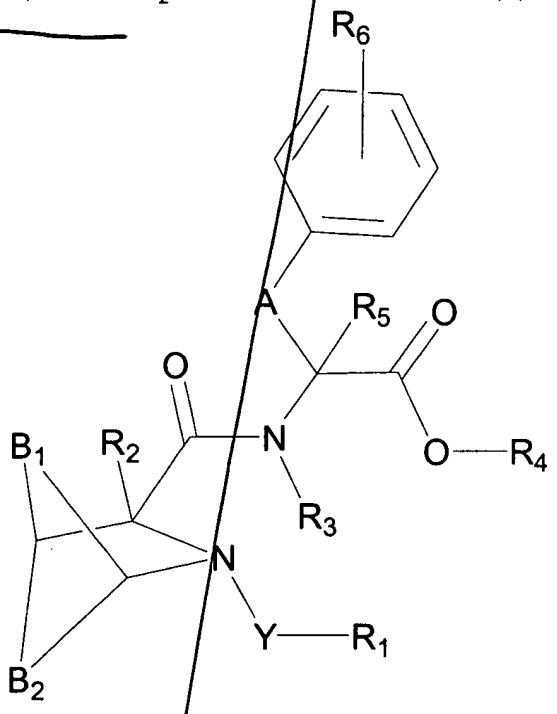
Please amend the following claims:

1. (Once Amended) A compound of Formula (I):



Formula (I)

wherein

Y is selected from the group consisting of a bond, -C(O)-, -C(O)O-, -C(O)NH- and $-SO_2-$;

R_1 is selected from the group consisting of R_7 and R_8;

R_2, R_3, R_4 and R_5 are independently selected from the group consisting of a bond, hydrogen and C_{1-8}alkyl; wherein C_{1-8}alkyl is optionally substituted with one to three substituents independently selected from R_9, provided that R_2, R_3, R_4 or R_5 can only be a bond when forming a monocyclic ring wherein the following monocyclic rings may be formed from R_2, R_3, R_4 and R_5 ;

when R_2 and R_3 comprise a bond and C_{1-8}alkyl or optionally when both R_2 and R_3 are C_{1-8}alkyl , R_2 and R_3 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_4 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_4 are C_{1-8}alkyl, R_3 and R_4 together with the atoms to which each is attached will form a five to seven membered monocyclic ring optionally containing one

to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_5 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_5 are C_{1-8}alkyl, R_3 and R_5 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 and R_5 comprise a bond and C_{1-8}alkyl, or optionally when both R_4 and R_5 are C_{1-8}alkyl, R_4 and R_5 together with the atoms to which each is attached will form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, $-N(R_{11})C(O)-R_{10}$, $-N(R_{11})C(O)-R_{12}$, $-N(R_{11})SO_2-R_{10}$, $-N(R_{11})SO_2-R_{12}$, $-N(R_{11})C(O)-N(R_{11},R_{10})$, $-N(R_{11})C(O)-N(R_{11},R_{12})$, $-N(R_{11})C(O)-N(R_{12},R_{17})$, $-C(O)-N(R_{11},R_{10})$, $-C(O)-N(R_{11},R_{12})$, $-C(O)-N(R_{12},R_{17})$, $-OC(O)-N(R_{11},R_{10})$, $-OC(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{12},R_{17})$, $-OC(O)-R_{10}$, $-OC(O)-R_{12}$, $-O-R_{10}$ and $R_{10}-(C_{1-8})$alkoxy;

R_7, R_9 R_{10} and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

R_8, R_{12}, R_{13} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and $(halo)_{1-3}(C_{1-8})$alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl;

A is C_{1-4}alkylene optionally substituted with one to two substituents independently selected from R_{13};

when R_3 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached may form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

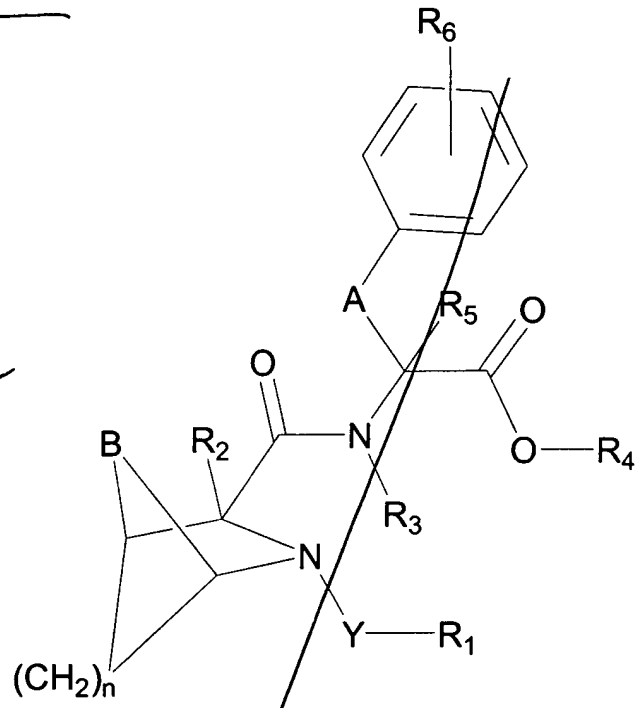
when R_4 is C_{1-8}alkyl, optionally A and R_4 together with the atoms which each is attached may form a five to seven membered monocyclic ring optionally containing one additional heteroatom selected from the group consisting of N, O and S;

when R_5 is C_{1-8}alkyl, optionally A and R_5 together with the atoms which each is attached may form a three to seven membered monocyclic ring optionally containing one to two heteroatoms independently selected from the group consisting of N, O and S; and,

B_1 and B_2 are independently selected from the group consisting of C_{1-2}alkylene and C_2alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-8})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof.

25. (Once Amended) A compound having Formula (II):



Formula (II)

wherein
Y is selected from the group consisting of -C(O)- and $-SO_2-$;

R_1 is selected from the group consisting of R_7 and R_8;
R_2, R_3, R_4 and R_5 are independently selected from the group consisting of a bond, hydrogen and C_{1-8}alkyl; wherein C_{1-8}alkyl is optionally substituted with one to three substituents independently selected from R_9; provided that R_2, R_3, R_4 and R_5 can only be a bond when forming a monocylic ring wherein the following monocylic rings may be formed from R_2, R_3, R_4 and R_5:

when R_2 and R_3 comprise a bond and C_{1-8}alkyl or optionally when both R_2 and R_3 are C_{1-8}alkyl, R_2 and R_3 together with the atoms to which each are attached form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_4 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_4 are C_{1-8}alkyl, R_3 and R_4 together with the atoms to which each are attached form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_3 and R_5 comprise a bond and C_{1-8}alkyl or optionally when both R_3 and R_5 are C_{1-8}alkyl, R_3 and R_5 together with the atoms to which each are attached form a four to seven

membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 and R_5 comprisea bond and C_{1-8}alkyl or optionally when both R_4 and R_5 are C_{1-8}alkyl, R_4 and R_5 together with the atoms to which each are attached form a four to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, $-N(R_{11})C(O)-R_{10}$, $-N(R_{11})C(O)-R_{12}$, $-N(R_{11})SO_2-R_{10}$, $-N(R_{11})SO_2-R_{12}$, $-N(R_{11})C(O)-N(R_{11},R_{10})$, $-N(R_{11})C(O)-N(R_{11},R_{12})$, $-N(R_{11})C(O)-N(R_{12},R_{17})$, $-C(O)-N(R_{11},R_{10})$, $-C(O)-N(R_{11},R_{12})$, $-C(O)-N(R_{12},R_{17})$, $-OC(O)-N(R_{11},R_{10})$, $-OC(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{12},R_{17})$, $-OC(O)-R_{10}$, $-OC(O)-R_{12}$, $-O-R_{10}$ and $R_{10}-(C_{1-8})$alkoxy;

R_7 R_9, R_{10} and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents ; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

R_8, R_{12}, R_{13} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and $(halo)_{1-3}(C_{1-8})$alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl;

A is C_{1-4}alkylene optionally substituted with one to two substituents independently selected from R_{13};

when R_3 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached form a five to seven membered monocyclic ring optionally containing one to two additional heteroatoms independently selected from the group consisting of N, O and S;

when R_4 is C_{1-8}alkyl, optionally A and R_4 together with the atoms to which each is attached form a five to seven membered monocyclic ring optionally containing one additional heteroatom selected from the group consisting of N, O and S;

when R_5 is C_{1-8}alkyl, optionally A and R_3 together with the atoms to which each is attached form a three to seven membered monocyclic ring optionally containing one to two heteroatoms independently selected from the group consisting of N, O and S;

B is selected from the group consisting of C_{1-2}alkylene and C_2alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-8})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; and,

n is an integer from 1 to 2;

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof.

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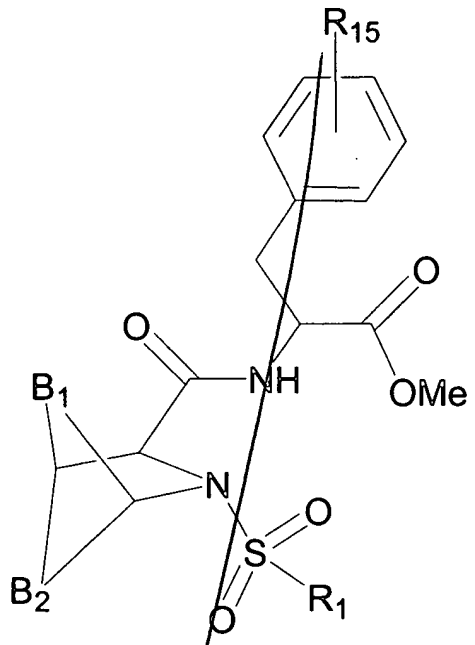
26. (Once Amended) A process for preparing a compound of Formula (III):



Formula (III)

wherein

R_1 is selected from the group consisting of R_7 and R_8;

R_7 , R_{10} , and R_{14} are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, C_{1-8}alkylcarbonyl, C_{1-8}alkoxycarbonyl, carboxyl, aryl, heteroaryl, arylcarbonyl, heteroarylcarbonyl, arylsulfonyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$; wherein cycloalkyl and heterocyclyl are optionally substituted with one to three oxo substituents ; and, wherein the aryl and heteroaryl substituents and the aryl portion of the arylcarbonyl substituent are optionally substituted with one to five substituents independently selected from the group consisting of halogen, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

R_8, R_{12} and R_{17} are independently selected from the group consisting of C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, and (halo)$_{1-3}$(C_{1-8})alkyl; wherein C_{1-8}alkyl, C_{2-8}alkenyl and C_{2-8}alkynyl are optionally substituted on a terminal carbon with one to three substituents independently selected from R_{14};

R_{150} is selected from the group consisting of hydroxy, amino, NO_2 and R_6;

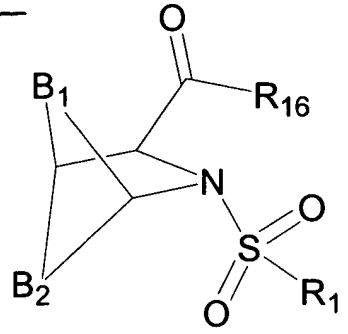
R_6 is optionally present and is one to three substituents independently selected from the group consisting of halogen, C_{1-8}alkoxy, R_{10}, R_{12}, $-N(R_{11})C(O)-R_{10}$, $-N(R_{11})C(O)-R_{12}$, $-N(R_{11})SO_2-R_{10}$, $-N(R_{11})SO_2-R_{12}$, $-N(R_{11})C(O)-N(R_{11},R_{10})$, $-N(R_{11})C(O)-N(R_{11},R_{12})$, $-N(R_{11})C(O)-N(R_{12},R_{17})$, $-C(O)-N(R_{11},R_{10})$, $-C(O)-N(R_{12},R_{17})$, $-C(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{11},R_{10})$, $-OC(O)-N(R_{11},R_{12})$, $-OC(O)-N(R_{12},R_{17})$, $-OC(O)-R_{10}$, $-OC(O)-R_{12}$, $-O-R_{10}$ and $R_{10}-(C_{1-8})$alkoxy;

R_{11} is selected from the group consisting of hydrogen and C_{1-8}alkyl; and,

B_1 and B_2 are independently selected from the group consisting of C_{1-2}alkylene and C_2alkenylene optionally substituted with one to two substituents independently selected from the group consisting of halogen, hydroxy, hydroxy(C_{1-8})alkyl, hydroxy(C_{1-8})alkoxy, C_{1-8}alkyl, C_{2-8}alkenyl, C_{2-8}alkynyl, C_{1-8}alkoxy, carboxyl, amino, *N*-(C_{1-8}alkyl)amino, *N,N*-(C_{1-8}dialkyl)amino, $-CF_3$ and $-OCF_3$;

and pharmaceutically acceptable salts, racemic mixtures, diastereomers and enantiomers thereof;

comprising reacting a compound of Formula (IV)

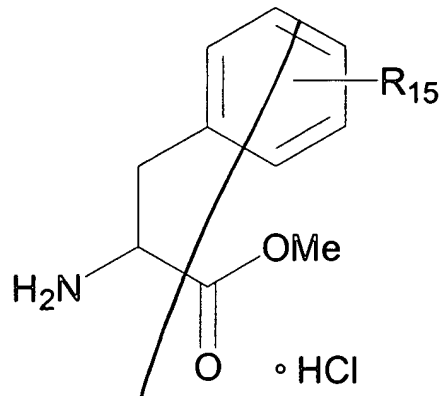


Formula (IV)

wherein

R_{16} is selected from the group consisting of halogen, mixed anhydride and hydroxy;

with a compound of Formula (V)



Formula (V);

in the presence of appropriate coupling agents, bases and solvents to form the compound of Formula (II).

~~45~~ (Once Amended) A method of making a pharmaceutical composition comprising mixing a compound of claim 1 and a pharmaceutically acceptable carrier.

~~48~~. (Once Amended) The method of claim ~~46~~ 38 wherein the α4 integrin receptor is selected from the group consisting of the α4β1 and α4β7 integrin receptor.

~~50~~. (Once Amended) The method of claim ~~46~~ 38 wherein the integrin mediated disorder is a inflammatory disorders.

~~51~~. (Once Amended) The method of claim ~~46~~ 38 wherein the integrin mediated disorder is autoimmunity disorders.

~~52~~. (Once Amended) The method of claim ~~46~~ 38 wherein the integrin mediated disorder is selected from the group consisting of asthma, bronchoconstriction, restenosis, atherosclerosis, psoriasis, rheumatoid arthritis, inflammatory bowel disease, irritable bowel disease, irritable bowel syndrome, transplant rejection and multiple sclerosis.

~~53~~. (Once Amended) The method of claim ~~46~~ 38 wherein the integrin mediated disorder is selected from the group consisting of asthma, bronchoconstriction, restenosis, atherosclerosis, irritable bowel syndrome and multiple sclerosis.

~~55~~. (Once Amended) The method of claim ~~46~~ 38 further comprising administering to a subject in need thereof a therapeutically effective amount of the pharmaceutical composition of claim ~~46~~ 38 combined with a pharmaceutically acceptable carrier.

~~56~~. (Once Amended) The method of claim ~~55~~ 46 wherein the therapeutically effective amount of the pharmaceutical